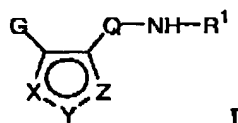


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# IN THE CLAIMS

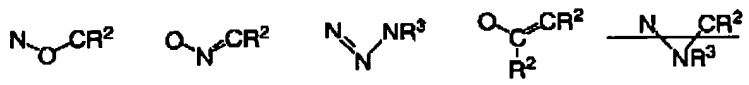
Please replace all prior versions and listings of claims with the amended claims as follows:

1. (Currently amended) A compound having the formula



wherein:

X-Y-Z is selected from one of the following:



R¹ is H, CONH₂, T<sub>(n)</sub>-R, or T<sub>(n)</sub>-Ar²;

R is an aliphatic or substituted aliphatic group;

n is zero or one;

T is C(=O), CO₂, CONH, S(O)₂, S(O)₂NH, COCH₂ or CH₂;

each R² is independently selected from hydrogen, -R, -CH₂OR, -CH₂OH, -CH=O,

-CH₂SR, -CH₂S(O)₂R, -CH₂(C=O)R, -CH₂CO₂R, -CH₂CO₂H, -CH₂CN, -CH₂NHR,

-CH₂N(R)₂, -CH=N-OR, -CH=NNHR, -CH=NN(R)₂, -CH=NNHCOR,

-CH=NNHCO₂R, -CH=NNHSO₂R, -aryl, -substituted aryl, -CH₂(aryl),

-CH₂(substituted aryl), -CH₂NH₂, -CH₂NHCOR, -CH₂NHCONHR, -CH₂NHCON(R)₂,

-CH₂NRCOR, -CH₂NHCO₂R, -CH₂CONHR, -CH₂CON(R)₂, -CH₂SO₂NH₂,

-CH₂(heterocyclyl), -CH₂(substituted heterocyclyl), -(heterocyclyl), or -(substituted heterocyclyl);

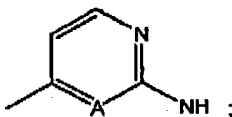
each R³ is independently selected from hydrogen, R, COR, CO₂R or S(O)₂R;

G is R or Ar¹;

Ar¹ is aryl, substituted aryl, aralkyl, substituted aralkyl, heterocyclyl, or substituted heterocyclyl, wherein Ar¹ is optionally fused to a partially unsaturated or fully unsaturated five to seven membered ring containing zero to three heteroatoms;

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Q-NH is



wherein the H of Q-NH is optionally replaced by  $R^3$ ;

A is  $CR^3$ ;

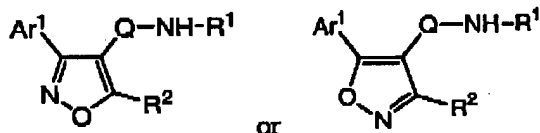
$Ar^2$  is aryl, substituted aryl, heterocyclyl or substituted heterocyclyl, wherein  $Ar^2$  is optionally fused to a partially unsaturated or fully unsaturated five to seven membered ring containing zero to three heteroatoms;

wherein each substitutable carbon atom in  $Ar^2$ , including the fused ring when present, is optionally and independently substituted by halo, R, OR, SR, OH,  $NO_2$ , CN,  $NH_2$ , NHR,  $N(R)_2$ , NHCOR, NHCONHR,  $NHCON(R)_2$ , NRCOR,  $NHCO_2R$ ,  $CO_2R$ ,  $CO_2H$ , COR, CONHR,  $CON(R)_2$ ,  $S(O)_2R$ ,  $SONH_2$ ,  $S(O)R$ ,  $SO_2NHR$ , or  $NHS(O)_2R$ , and wherein each saturated carbon in the fused ring is further optionally and independently substituted by  $=O$ ,  $=S$ ,  $=NNHR$ ,  $=NNR_2$ ,  $=N-OR$ ,  $=NNHCOR$ ,  $=NNHCO_2R$ ,  $=NNHSO_2R$ , or  $=NR$ ; and

wherein each substitutable nitrogen atom in  $Ar^2$  is optionally substituted by R, COR,  $S(O)_2R$ , or  $CO_2R$ .

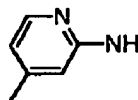
2. (Original) The compound of claim 1 where G is  $Ar^1$ .

3. (Original) The compound of claim 2 having the formula



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4. (Previously presented) The compound of claim 3 where Q-NH is



5. (Original) The compound of claim 4 where R<sup>1</sup> is alkoxyalkyl, alkoxyalkylalkyl, hydroxyalkyl, pyridinylalkyl, alkoxyalkyl, cycloalkyl, alkoxyalkylcycloalkyl, hydroxyalkyl, Ar<sup>2</sup> or T-Ar<sup>2</sup> where T is C(=O).

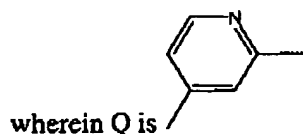
6. (Original) The compound of claim 5 where R<sup>1</sup> is cyclohexyl, cyclohexanol-4-yl, cyclohexanone-4-yl, 2-propan-1-ol, 2-methoxy-1-methylethyl, 3-butyryl alkyl ester, 2-pyridinyl-2-ethyl, or an optionally substituted phenyl, naphthyl, pyridyl, quinoliny, thienyl or indanyl.

7. (Original) The compound of claim 6 where R<sup>2</sup> is an optionally substituted alkyl.

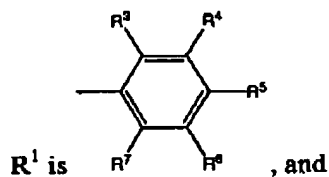
8. (Previously presented) A compound selected from the group consisting of



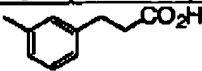

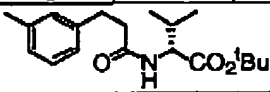
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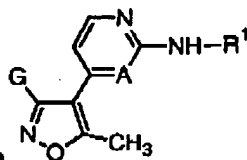
Ar<sup>2</sup> is R<sup>1</sup>,



G, R<sup>2</sup>, R<sup>3</sup>, R<sup>4</sup>, R<sup>5</sup>, R<sup>6</sup> and R<sup>7</sup> are defined as

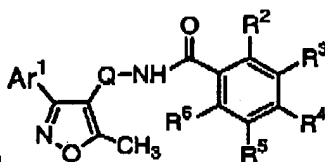
No.	G	R <sup>2</sup>	R <sup>3</sup>	R <sup>4</sup>	R <sup>5</sup>	R <sup>6</sup>	R <sup>7</sup>
IIA-16	Phenyl	Et	H	CN	H	H	H
IIA-17	Phenyl	Et	H	CO <sub>2</sub> H	H	H	H
IIA-18	Phenyl	Me	H	F	H	H	H
IIA-19	Phenyl	Me	H	H	F	H	H
IIA-20	Phenyl	Me	H	H	COMe	H	H
IIA-21	Phenyl	Me	H	H	COPh	H	H
IIA-24	Phenyl	Me	H	H	CONH <sub>2</sub>	H	H
IIA-40	Phenyl	Et	H	H	H	H	H
IIA-43	Phenyl	Me	H	CO <sub>2</sub> H	H	H	H
IIA-47	Phenyl	Me	H	H	OMe	H	H
IIA-48	Phenyl	Me	H	OMe	H	H	H
IIA-50	Phenyl	Me	H	CO <sub>2</sub> Me	H	H	H
IIA-52	Phenyl	Me	H	H	H	H	H
IIA-64	Phenyl	Me	H	H	CO <sub>2</sub> Me	H	H
IIA-67	Phenyl	Me	H	CN	H	H	H
IIA-68	Phenyl	Me	H	H	CN	H	H
IIA-98	Phenyl	Me	H	H	NMe <sub>2</sub>	H	H
IIA-99	Phenyl	Me	H	NO <sub>2</sub>	H	H	H
IIA-100	Phenyl	Me	H	NHAc	H	H	H
IIA-101	Phenyl	Me	H	NH <sub>2</sub>	H	H	H
IIA-132	Phenyl	Me					
IIA-133	Phenyl	Me					
IIA-134	Phenyl	Me	H	CH <sub>2</sub> OH	H	H	H
IIA-135	Phenyl	Me					

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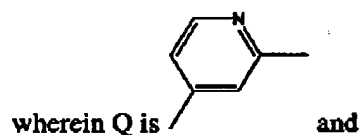


(b) a compound of formula :  
 wherein G, A and R¹ are defined as

No.	G	A	R¹
IIAA-1	Phenyl	CH	
IIAA-2	Phenyl	CH	
IIAA-39	Phenyl	CH	
IIAA-40	Phenyl	CH	

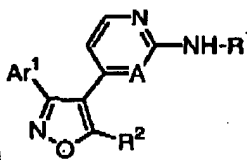


(c) a compound of formula :



Ar¹, R², R³, R⁴, R⁵ and R⁶ are defined as

No.	Ar¹	R²	R³	R⁴	R⁵	R⁶
IIIA-77	phenyl	H	COMe	H	H	H
IIIA-78	phenyl	H	CN	H	H	H



(d) a compound of formula :  
 wherein Ar¹, A, R¹ and R² are defined as

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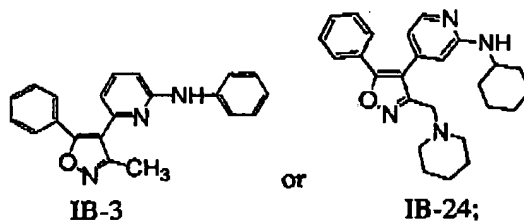
No.	Ar <sup>1</sup>	A	R <sup>1</sup>	R <sup>2</sup>
XIA-1	phenyl	CH	phenyl	CH <sub>2</sub> (morpholin-4-yl)
XIA-2	phenyl	CH	phenyl	CH <sub>2</sub> N(CH <sub>3</sub> ) <sub>2</sub>
XIA-3	phenyl	CH	phenyl	CH <sub>2</sub> NEt <sub>2</sub>
XIA-4	phenyl	CH	phenyl	CH <sub>2</sub> N(CH <sub>3</sub> )CH <sub>2</sub> Ph
XIA-5	phenyl	CH	phenyl	CH <sub>2</sub> (1-t-butoxycarbonylpiperazin-4-yl)
XIA-6	phenyl	CH	benzyl	CH <sub>2</sub> (morpholin-4-yl)
XIA-7	phenyl	CH	cyclohexyl	CH <sub>2</sub> (morpholin-4-yl)
XIA-8	phenyl	CH	4-[1,2-(OMe) <sub>2</sub> -phenyl]	CH <sub>2</sub> (morpholin-4-yl)
XIA-9	phenyl	CH	4-cyclohexanol	CH <sub>2</sub> (morpholin-4-yl)
XIA-10	phenyl	CH	phenyl	CH <sub>2</sub> N(CH <sub>3</sub> )CH <sub>2</sub> CH <sub>2</sub> N(CH <sub>3</sub> ) <sub>2</sub>
XIA-11	phenyl	CH	phenyl	CH <sub>2</sub> N(CH <sub>3</sub> )CH <sub>2</sub> CO <sub>2</sub> CH <sub>3</sub>
XIA-12	phenyl	CH	phenyl	CH <sub>2</sub> (piperazin-1-yl)
XIA-15	4-F-phenyl	CH	cyclohexyl	CH <sub>2</sub> O(tetrahydrofuran-3-yl)
XIA-16	4-F-phenyl	CH	3-cyanophenyl	CH <sub>2</sub> O(tetrahydrofuran-3-yl)
XIA-17	4-F-phenyl	CH	2-(2-pyridinyl)ethyl	CH <sub>2</sub> O(tetrahydrofuran-3-yl)
XIA-18	4-F-phenyl	CH	1-benzyl-piperidin-4-yl	CH <sub>2</sub> O(tetrahydrofuran-3-yl)
XIA-19	4-F-phenyl	CH	4-cyclohexanol	CH <sub>2</sub> OCH <sub>2</sub> CH <sub>2</sub> OCH <sub>3</sub>
XIA-20	4-F-phenyl	CH	cyclohexyl	CH <sub>2</sub> OCH <sub>2</sub> CH <sub>2</sub> OCH <sub>3</sub>
XIA-21	4-F-phenyl	CH	2-(2-pyridinyl)ethyl	CH <sub>2</sub> OCH <sub>2</sub> CH <sub>2</sub> OCH <sub>3</sub>
XIA-22	4-F-phenyl	CH	1-benzyl-piperidin-4-yl	CH <sub>2</sub> OCH <sub>2</sub> CH <sub>2</sub> OCH <sub>3</sub>
XIA-23	4-F-phenyl	CH	4-cyclohexanol	CH <sub>2</sub> (morpholin-4-yl)
XIA-24	4-F-phenyl	CH	cyclohexyl	CH <sub>2</sub> (morpholin-4-yl)
XIA-25	4-F-phenyl	CH	3-cyanophenyl	CH <sub>2</sub> (morpholin-4-yl)
XIA-26	4-F-phenyl	CH	2-(2-pyridinyl)ethyl	CH <sub>2</sub> (morpholin-4-yl)
XIA-27	4-F-phenyl	CH	1-benzyl-piperidin-4-yl	CH <sub>2</sub> (morpholin-4-yl)
XIA-28	4-F-phenyl	CH	4-cyclohexanol	CH <sub>2</sub> OCH <sub>3</sub>
XIA-29	4-F-phenyl	CH	cyclohexyl	CH <sub>2</sub> OCH <sub>3</sub>
XIA-30	4-F-phenyl	CH	3-cyanophenyl	CH <sub>2</sub> OCH <sub>3</sub>
XIA-31	4-F-phenyl	CH	2-(2-pyridinyl)ethyl	CH <sub>2</sub> OCH <sub>3</sub>
XIA-32	4-F-phenyl	CH	1-benzyl-piperidin-4-yl	CH <sub>2</sub> OCH <sub>3</sub>
XIA-33	4-F-phenyl	CH	4-cyclohexanol	CH <sub>2</sub> OCH <sub>3</sub>
XIA-34	4-F-phenyl	CH	cyclohexyl	CH <sub>2</sub> OCH <sub>3</sub>
XIA-35	4-F-phenyl	CH	3-cyanophenyl	CH <sub>2</sub> OCH <sub>3</sub>
XIA-36	4-F-phenyl	CH	2-(2-pyridinyl)ethyl	CH <sub>2</sub> OCH <sub>3</sub>
XIA-37	4-F-phenyl	CH	4-cyclohexanol	CH <sub>2</sub> O(tetrahydrofuran-3-yl)
XIA-38	4-F-phenyl	CH	cyclohexyl	CH <sub>2</sub> O(tetrahydrofuran-3-yl)
XIA-41	4-F-phenyl	CH	4-methoxybenzyl	CH <sub>2</sub> OCH <sub>3</sub>

(e) a compound selected from:

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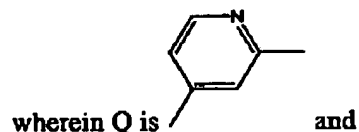
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(f) a compound having the formula

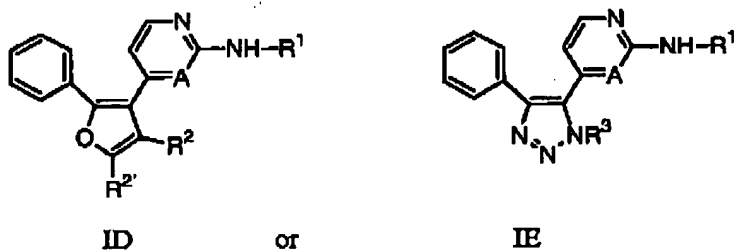
:

G, R<sup>1</sup> and R<sup>2</sup> are defined as

No.	G	R <sup>1</sup>	R <sup>2</sup>
IC-1	4-F-phenyl	Phenyl	H
IC-2	4-F-phenyl	Cyclohexyl	H
IC-3	4-F-phenyl	Isoquinolin-4-yl	H
IC-4	4-F-phenyl	6-MeO-naphthalen-2-yl	H
IC-5	4-F-phenyl	4-cyclohexanol	H
IC-9	4-F-phenyl	Cyclohexyl	CH <sub>3</sub>
IC-10	4-F-phenyl	Cyclohexyl	CH <sub>2</sub> -N
IC-11	Phenyl	Cyclohexyl	CH <sub>2</sub> -N

and

(g) a compound of formulae:



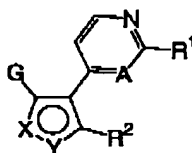
wherein R<sup>1</sup> is phenyl, R<sup>2</sup> is hydrogen and A is CH, and  
R<sup>2</sup> is H or CH<sub>3</sub> in formula ID; or

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$R^3$  is H or  $CH_3$  in formula IE.

9. (Canceled).

10. (Previously presented) A compound having the formula:



wherein:

X-Y is N-O or O-N;

A is CH;

G is R, aryl or substituted aryl;

R is aliphatic or substituted aliphatic;

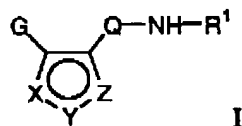
$R^2$  is selected from hydrogen, -R,  $-CH_2OR$ ,  $-CH_2OH$ ,  $-CH=O$ ,  $-CH_2SR$ ,  $-CH_2S(O)_2R$ ,  $-CH_2(C=O)R$ ,  $-CH_2CO_2R$ ,  $-CH_2CO_2H$ ,  $-CH_2CN$ ,  $-CH_2NHR$ ,  $-CH_2N(R)_2$ ,  $-CH=N-OR$ ,  $-CH=NNHR$ ,  $-CH=NN(R)_2$ ,  $-CH=NNHCO_2R$ ,  $-CH=NNHCO_2R$ ,  $-CH=NNHSO_2R$ , -aryl, -substituted aryl,  $-CH_2(aryl)$ ,  $-CH_2(substituted\ aryl)$ ,  $-CH_2NH_2$ ,  $-CH_2NHCOR$ ,  $-CH_2NHCONHR$ ,  $-CH_2NHCON(R)_2$ ,  $-CH_2NRCOR$ ,  $-CH_2NHCO_2R$ ,  $-CH_2CONHR$ ,  $-CH_2CON(R)_2$ ,  $-CH_2SO_2NH_2$ ,  $-CH_2(heterocyclyl)$ ,  $-CH_2(substituted\ heterocyclyl)$ ,  $-(heterocyclyl)$ , or  $-(substituted\ heterocyclyl)$ .

11. (Currently amended) A pharmaceutical composition comprising an amount of a compound according to any one of claims 1-8 effective to inhibit JNK, and a pharmaceutically acceptable carrier.

12. (Currently amended) A method for treating rheumatoid arthritis a disease state or condition in mammals that is alleviated by treatment with a protein kinase inhibitor, comprising administering to a mammal in need of such a treatment said treating a therapeutically effective amount of a compound of formula I:

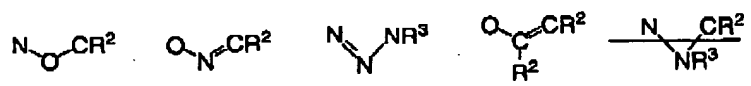


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wherein:

X-Y-Z is selected from one of the following:



R¹ is H, CONH₂, T<sub>(n)</sub>-R, or T<sub>(n)</sub>-Ar¹;

R is an aliphatic or substituted aliphatic group;

n is zero or one;

T is C(=O), CO₂, CONH, S(O)₂, S(O)₂NH, COCH₂ or CH₂;

each R² is independently selected from hydrogen, -R, -CH₂OR, -CH₂OH, -CH=O,

-CH₂SR, -CH₂S(O)₂R, -CH₂(C=O)R, -CH₂CO₂R, -CH₂CO₂H, -CH₂CN, -CH₂NHR,

-CH₂N(R)₂, -CH=N-OR, -CH=NNHR, -CH=NN(R)₂, -CH=NNHCOR,

-CH=NNHCO₂R, -CH=NNHSO₂R, -aryl, -substituted aryl, -CH₂(aryl),

-CH₂(substituted aryl), -CH₂NH₂, -CH₂NHCOR, -CH₂NHCONHR, -CH₂NHCON(R)₂,

-CH₂NRCOR, -CH₂NHCO₂R, -CH₂CONHR, -CH₂CON(R)₂, -CH₂SO₂NH₂,

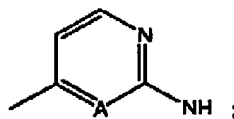
-CH₂(heterocyclyl), -CH₂(substituted heterocyclyl), -(heterocyclyl), or -(substituted heterocyclyl);

each R³ is independently selected from hydrogen, R, COR, CO₂R or S(O)₂R;

G is R or Ar¹;

Ar¹ is aryl, substituted aryl, alkyl, substituted alkyl, heterocyclyl, or substituted heterocyclyl, wherein Ar¹ is optionally fused to a partially unsaturated or fully unsaturated five to seven membered ring containing zero to three heteroatoms;

Q-NH is



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wherein the H of Q-NH is optionally replaced by R<sup>3</sup>;

A is CR<sup>3</sup>;

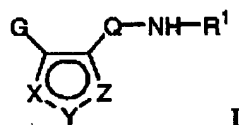
Ar<sup>2</sup> is aryl, substituted aryl, heterocyclyl or substituted heterocyclyl, wherein Ar<sup>2</sup> is optionally fused to a partially unsaturated or fully unsaturated five to seven membered ring containing zero to three heteroatoms;

wherein each substitutable carbon atom in Ar<sup>2</sup>, including the fused ring when present, is optionally and independently substituted by halo, R, OR, SR, OH, NO<sub>2</sub>, CN, NH<sub>2</sub>, NHR, N(R)<sub>2</sub>, NHCOR, NHCONHR, NHCON(R)<sub>2</sub>, NRCOR, NHCO<sub>2</sub>R, CO<sub>2</sub>R, CO<sub>2</sub>H, COR, CONHR, CON(R)<sub>2</sub>, S(O)<sub>2</sub>R, SONH<sub>2</sub>, S(O)R, SO<sub>2</sub>NHR, or NHS(O)<sub>2</sub>R, and wherein each saturated carbon in the fused ring is further optionally and independently substituted by =O, =S, =NNHR, =NNR<sub>2</sub>, =N-OR, =NNHCOR, =NNHCO<sub>2</sub>R, =NNHSO<sub>2</sub>R, or =NR; and

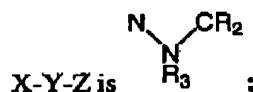
wherein each substitutable nitrogen atom in Ar<sup>2</sup> is optionally substituted by R, COR, S(O)<sub>2</sub>R, or CO<sub>2</sub>R.

13-24. (Canceled)

25. (New) A compound having the formula



wherein:



R<sup>1</sup> is cyclohexyl, cyclohexanol-4-yl, cyclohexanon-4-yl, or an optionally substituted phenyl, naphthyl, pyridyl, quinolinyl, thienyl or indanyl; wherein each substitutable carbon atom of said optionally substituted phenyl, naphthyl, pyridyl, quinolinyl, thienyl or indanyl is optionally and independently substituted by halo, R, OR, SR, OH, NO<sub>2</sub>, CN, NH<sub>2</sub>, NHR, N(R)<sub>2</sub>, NHCOR, NHCONHR, NHCON(R)<sub>2</sub>, NRCOR,

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 Applicants: Green et al.

$\text{NHCO}_2\text{R}$ ,  $\text{CO}_2\text{R}$ ,  $\text{CO}_2\text{H}$ ,  $\text{COR}$ ,  $\text{CONHR}$ ,  $\text{CON(R)}_2$ ,  $\text{S(O)}_2\text{R}$ ,  $\text{SONH}_2$ ,  $\text{S(O)R}$ ,  $\text{SO}_2\text{NHR}$ , or  $\text{NHS(O)}_2\text{R}$ , and wherein each saturated carbon in the fused ring is further optionally and independently substituted by  $=\text{O}$ ,  $=\text{S}$ ,  $=\text{NNHR}$ ,  $=\text{NNR}_2$ ,  $=\text{N-OR}$ ,  $=\text{NNHCOR}$ ,  $=\text{NNHCO}_2\text{R}$ ,  $=\text{NNHSO}_2\text{R}$ , or  $=\text{NR}$ ; and wherein each substitutable nitrogen atom of said phenyl, naphthyl, pyridyl, quinolinyl, thienyl or indanyl is optionally substituted by  $\text{R}$ ,  $\text{COR}$ ,  $\text{S(O)}_2\text{R}$ , or  $\text{CO}_2\text{R}$ ;

$\text{R}$  is an aliphatic or substituted aliphatic group;

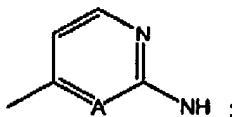
each  $\text{R}^2$  is independently selected from hydrogen,  $-\text{R}$ ,  $-\text{CH}_2\text{OR}$ ,  $-\text{CH}_2\text{OH}$ ,  $-\text{CH}=\text{O}$ ,  $-\text{CH}_2\text{SR}$ ,  $-\text{CH}_2\text{S(O)}_2\text{R}$ ,  $-\text{CH}_2(\text{C}=\text{O})\text{R}$ ,  $-\text{CH}_2\text{CO}_2\text{R}$ ,  $-\text{CH}_2\text{CO}_2\text{H}$ ,  $-\text{CH}_2\text{CN}$ ,  $-\text{CH}_2\text{NHR}$ ,  $-\text{CH}_2\text{N(R)}_2$ ,  $-\text{CH}=\text{N-OR}$ ,  $-\text{CH}=\text{NNHR}$ ,  $-\text{CH}=\text{NN(R)}_2$ ,  $-\text{CH}=\text{NNHCOR}$ ,  $-\text{CH}=\text{NNHCO}_2\text{R}$ ,  $-\text{CH}=\text{NNHSO}_2\text{R}$ ,  $-\text{aryl}$ ,  $-\text{substituted aryl}$ ,  $-\text{CH}_2(\text{aryl})$ ,  $-\text{CH}_2(\text{substituted aryl})$ ,  $-\text{CH}_2\text{NH}_2$ ,  $-\text{CH}_2\text{NHCOR}$ ,  $-\text{CH}_2\text{NHCONHR}$ ,  $-\text{CH}_2\text{NHCON(R)}_2$ ,  $-\text{CH}_2\text{NRCOR}$ ,  $-\text{CH}_2\text{NHCO}_2\text{R}$ ,  $-\text{CH}_2\text{CONHR}$ ,  $-\text{CH}_2\text{CON(R)}_2$ ,  $-\text{CH}_2\text{SO}_2\text{NH}_2$ ,  $-\text{CH}_2(\text{heterocycl})$ ,  $-\text{CH}_2(\text{substituted heterocycl})$ ,  $-(\text{heterocycl})$ , or  $-(\text{substituted heterocycl})$ ;

each  $\text{R}^3$  is independently selected from hydrogen,  $\text{R}$ ,  $\text{COR}$ ,  $\text{CO}_2\text{R}$  or  $\text{S(O)}_2\text{R}$ ;

$\text{G}$  is  $\text{R}$  or  $\text{Ar}^1$ ;

$\text{Ar}^1$  is aryl, substituted aryl, aralkyl, substituted aralkyl, heterocycl, or substituted heterocycl, wherein  $\text{Ar}^1$  is optionally fused to a partially unsaturated or fully unsaturated five to seven membered ring containing zero to three heteroatoms;

$\text{Q-NH}$  is



wherein the  $\text{H}$  of  $\text{Q-NH}$  is optionally replaced by  $\text{R}^3$ ; and

$\text{A}$  is  $\text{CR}^3$ .

26. (New) A pharmaceutical composition comprising an amount of a compound according to claim 25 effective to inhibit JNK, and a pharmaceutically acceptable carrier.

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27. (New) A method for treating rheumatoid arthritis, comprising administering to a mammal in need of such a treatment a therapeutically effective amount of a compound according to claim 25.